

Current report according to the provisions of Law no 297/2004, Regulation 1/2006 and BSE Code

Date of the report: **August 22, 2017**

Name of the Issuer Company: National Power Grid Co. Transelectrica SA, managed under two tier system

Headquarters: Bucharest 1, Blvd. Magheru no. 33

Working location: no. 2-4, Olteni Street, Bucharest 3

Phone/fax number: 4021 3035 611/4021 3035610

Single Registration Code: 13328043

Number in the Commercial Register: J40/8060/2000

Share capital subscribed and paid: 733,031,420 RON

Regulated market where the issued securities are transacted: Bucharest Stock Exchange

## CONVENING THE SHAREHOLDERS' GENERAL EXTRAORDINARY ASSEMBLY

The Directorate of the National Power Grid Company Transelectrica SA, managed under two-tier system, seated in Blvd. General Gheorghe Magheru no. 33, Bucharest 1, registered with the Office of the Commercial Register under no. J40/8060/2000, single (fiscal) registration code 13328043, (the 'Company'), having assembled on **22 August 2017**, are convening, In accordance with the provisions of the Company law 31/1990, republished, with later amendments and additions, of Law 297/2004 on the capital market, with later amendments and additions, of Law 24/2017 on issuers of financial instruments and market operations, of the National Securities Commission's Regulations 1/2006 on issuers and operations with securities, and 6/2009 on exercising certain shareholders' rights in the shareholders' general assemblies of companies, with later amendments and additions, Emergency Ordinance no. 109/2011 regarding corporate governance of public enterprises, with later amendments and additions, as well as of the Company's Articles of association updated on 30 May 2017, The Shareholders' general extraordinary assembly on **26 September 2017, 12:00 h** in Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, 11<sup>th</sup> floor, Meeting room 1112, For all shareholders that are recorded in the Company's Shareholder Register at the end of **15 September 2017** (reference date), having the following

### AGENDA:

1. Approval for the capital increase with the value of lands the Company has got ownership right certificates;
2. Completing the Company's object of activity;
3. Amending the Articles of Association of the National Power Grid Company Transelectrica SA as follows:
  - 3.1. Amending **para (4) of article 3** from the Articles of association as follows:  
(4) *The Company can set up other secondary offices without legal personality, situated in other localities from the country or abroad, which will be organised as representation offices, agencies or any other such entities with no legal personality according to legal provisions.*
  - 3.2. Amending an expression from the first table column of **article 6** in the Articles of association, namely instead of: *carrying out specific activities in order to use the documents regarding private property protection which the company is holder of, according to legal provisions;* the new expression is: *carrying out specific activities in order to operate the intellectual rights property the Company is holder of according to legal provisions;*
  - 3.3. Adding the following activities in the second column of **article 6** from the Articles of association:  
*Installation of industrial machines and equipment - 3320*  
*Other service activities - 9609*
  - 3.4. Amending **para (1) of article 9** from the Articles of association as follows:  
(1) *The Company will hold account of the shares and shareholders in the Shareholders' Register that will be kept by an independent register company, will be opened and operated according to applicable legal provisions.*
  - 3.5. Amending **para (1) of article 11** from the Articles of association as follows:

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(1) Each share subscribed and paid for by shareholders according to legal provisions provides equal rights and confers them the right to one vote in the shareholders' general assembly, the right to elect and be elected in the governing bodies, the right to participate to profit distribution according to the provisions of these Articles of association and to legal provisions, as well as any other right provided in these Articles of association.

**3.6. Amending para (6) of article 11** from the Articles of association as follows:

(6) Shareholders are entitled to accurate complete information about the company's situation in the shareholders' general assembly. In case new shares are issued existing shareholders have got pre-emption right for subscription, according to legal provisions.

**3.7. Amending para (3) & para (5) of article 13** from the Articles of association as follows:

(3) Shareholders can participate and vote in the shareholders' general assembly by representation (proxy), using a power of attorney form observing the capital market's regulations.

(5) The powers of attorney will be submitted in the original within legal deadlines, pending sanction of losing the voting right at that assembly.

**3.8. Amending let. a) from para (1) of article 14** in the Articles of association as follows:

a) Discusses, approves or amends the annual financial statements using the reports submitted by the Directorate, the Supervisory Board and the financial auditor;

**3.9. Amending let. b) from para (1) of article 14** in the Articles of association as follows:

b) Approves the profit distribution and determines the dividend;

**3.10. Amending let. d) from para (1) of article 14** in the Articles of association as follows:

d) Appoints and recalls the financial auditor and sets the minimum term of the financial audit contract;

**3.11. Amending let. f) of para (1) from article 14** of the Articles of association as follows:

f) Setting the remuneration owed for the current exercise of Supervisory Board members;

**3.12. Amending let. g) of para (1) from article 14** of the Articles of association as follows:

g) Pronouncing opinion on the managerial activities of Directorate and Supervisory Board members, assessing their activity and discharges them of liability according to legal provisions;

**3.13. Amending let. j) of para (1) from article 14** of the Articles of association as follows:

j) Decides and carries out any attributions provided in the special legislation applicable in the administration of public enterprises;

**3.14. Eliminating para (3) of article 14** from the Articles of association.

**3.15. Amending para (4), re-numbered para (3) of article 14** as follows:

(3) Besides the competencies and attributions mentioned in para (2) above or in the law, the shareholders' general extraordinary assembly decides over the following aspects:

a) The Company's taking as creditor any kind of loans or liabilities of the borrowing type except when otherwise provided in specific manner in the approved budget of the relevant year;

b) Constituting or participating to constituting entities with distinct legal personality, of patrimonial or non-patrimonial purpose, as well as participating to the share capital of other companies;

c) Any other free title including sponsorships and donations offered by the Company of individual amount above 100,000 Lei;

d) Contracting credits, regarding of their term and/or constituting securities to guaranty the credits over or equal to 50,000,000 Euro;

e) Setting the value of the insured amount and the insurance premium for the professional liability insurance of Supervisory Board and Directorate members.

**3.16. Amending para (4) of article 15** from the Articles of association as follows:

(4) The convening notice of the shareholders' general assembly will explicitly mention all the issues that will be subject to debate, as well as the decisions proposed to be taken by the shareholders' general assembly. When the agenda includes amendments proposed for the Company's Articles of association the convening notice will include the full text of proposals.

**3.17. Amending item (i) para (1) of section A, „First convocation” from article 16** of the Articles of association as follows:

(i) No other aspect, except for the designation of the chairperson and the secretary of the respective reunion, will be carried on during ordinary general assemblies unless the quorum conditions are met at the beginning. In the sense

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of this article the quorum is met if the attending or represented shareholders count more than 1/2 of the Company's share capital.

**3.18.** Amending item (ii) **para (1) of section A, „Second convocation” from article 16** of the Articles of association as follows:

*(ii) The Shareholders' general ordinary assembly gathered upon second convocation can decide with respect to issues included in the agenda of the first convened assembly, regardless of the attending shareholders, by majority of cast votes.*

**3.19.** Amending item (i) **para (2) of section A, „First convocation” from article 16** of the Articles of association as follows:

*(i) No other activity, except for the designation of the chairperson and the secretary of the respective reunion, will be carried on during extraordinary general assemblies unless the quorum conditions are met at the beginning. In the sense of this article the quorum is met if the attending or represented shareholders count more than 1/4 of the Company's share capital.*

**3.20.** Amending item (iii) **para (2) of section A, „Second convocation” from article 16** of the Articles of association as follows:

*(iii) In case the quorum is met at the second convocation of the extraordinary general assembly they can decide on the issues in the agenda by majority of cast votes.*

**3.21.** Eliminating **para (4) & para (6) of section A from article 16** of the Articles of association, in section A of article 16 **para (5) becomes para (4).**

**3.22.** Amending **para (1) of section B from article 16** of the Articles of association as follows:

*(1) Any person representing a shareholder in the shareholders' general assembly and having the capacity of his/her legal representative, in accordance with article 125 of the Company law 31/1990 should submit the power of attorney in the original according to the convening notice.*

**3.23.** Amending **para (2) of section B from article 16** in the Articles of association as follows:

*(2) The Shareholders' general assembly is chaired by the Directorate chairperson or by the person designated by him/her to chair the reunion or, chairperson missing, by a person designated by shareholders.*

**3.24.** Amending **para (3) of section B from article 16** in the Articles of association as follows:

*(3) The assembly chairperson designates from the Company's employees one or several technical secretaries in order to carry out the compliance with necessary conditions to hold the assembly.*

**3.25.** Amending **para (6) of section B from article 16** in the Articles of association as follows:

*(6) The decisions of general assemblies are written using the minutes and are signed by a person designated by shareholders during the reunion. In case no person is designated by shareholders in order to sign the assembly decisions the chairperson and the secretary of the reunion sign such decisions.*

**3.26.** Amending **para (7) of article 18** from the Articles of association as follows:

*(7) The Company will bear the professional liability insurance costs of Supervisory Board members.*

**3.27.** Amending **item (ii) of para (1) from article 20** of the Articles of association as follows:

*(ii) By the Chairperson of the Supervisory Board upon the motivated request of two Supervisory Board members, provided the items proposed for debate of the Supervisory Board are the competency of this governing body.*

**3.28.** Amending **para (3) of article 20** from the Articles of association as follows:

*(3) The convening notice of the Supervisory Board meeting will be transmitted to each Supervisory Board member in writing, to the postal or electronic mail address or fax number of such Supervisory Board member. Each Supervisory Board member is obliged to notify the Company in writing about any change in his/her contact data and cannot oppose the Company any disorder regarding the notification if such change in the contact data has not been notified in this manner by the Supervisory Board member.*

**3.29.** Amending **para (8) of article 20** from the Articles of association as follows:

*(8) In particular circumstances the Supervisory Board meetings can take place by means which enable all meeting attendees to hear one another (phone or video-conference), or by e-mail and such communications will attach the participants' electronic signature; participation to such meeting is considered attendance in person with a view to observe the quorum requirements and voting conditions. Under such circumstances the requirements on the minimum convening term do not apply.*

**3.30.** Amending **para (11) of article 20** from the Articles of association as follows:

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(11) In urgent circumstances the Supervisory Board can take written decisions without meeting if all the members agree with taking decisions without holding a meeting. A decision can be taken without meeting but the draft decision should be notified in writing accompanied by the associated documentation to all Supervisory Board members before decision making, observing the provisions of article 20 para (3). The chairperson will decide upon the emergency.

**3.31.** Amending **para (14) of article 20** from the Articles of association as follows:

(14) The Supervisory Board debates are registered in the meeting minutes, which are written, signed and attached in the Minutes Register of meetings and debates. Minutes are signed by each Supervisory Board member and by the secretary. Within 24 h from the meeting end absent members will be informed about the decisions taken at the meetings they did not attend.

**3.32.** Eliminating **article 21** from the Articles of association by re-numbering article 22, which becomes article 21.

**3.33.** Amending **let. (b) of para (1) from article 22**, re-numbered 21 from the Articles of association as follows:

(b) Checking the revenue and expense budget and the investment plan of the financial period submitted to the shareholders' general assembly's approval;

**3.34.** Amending **let. (c) of para (1) from article 22**, re-numbered 21 from the Articles of association as follows:

(c) Carrying out any attributions provided in the special legislation applicable in the administration of public enterprises;

**3.35.** Amending **let. (f) of para (1) from article 22**, re-numbered 21 from the Articles of association as follows:

(f) Checking whether the activities performed in the name and on behalf of the Company are complying with the law, with the Articles of association and with the decisions of the shareholders' general assembly;

**3.36.** Amending **let. (g) of para (1) from article 22**, re-numbered 21 from the Articles of association as follows:

(g) Submitting to the shareholders' general assembly a report on the supervisory activities performed, at least once a year;

**3.37.** Amending **let. (l) of para (1) from article 22**, re-numbered 21 from the Articles of association as follows:

(l) Proposing to recall the financial auditor and the minimum term of the financial audit contract to the general assembly;

**3.38.** Amending **para (3) of article 22**, re-numbered 21 from the Articles of association as follows:

**(3) The following types of operations cannot be performed without the Supervisory Board's agreement:**

(a) Procurement of products, services and work above 5,000,000 Euro, regardless of the period;

(b) Operations pertaining to transmission services, system services and wholesale electricity market administration; operations in view of collecting the contribution for high efficient cogeneration; payment of the bonus and returning the overcompensation/undue bonus, RET connections, provision of coexistence conditions, clearing up the location and work execution, technical consultancy and project management for the work, sale-purchase of lands necessary for new installations according to RET connection contracts, as well as the lands required for access ways to such installations, constituting usage and encumbrance, surface, utilisation rights, impacting in any way the lands dedicated to the new installations as per RET connection contracts in favour of the National Power Grid Company Transelectrica SA, as well as any other operations that will be carried out for the good course of the Company's main business according to applicable regulations, above 10,000,000 Euro;

(c) Initiating, settling, exercising, renouncing to certain claims, dispute or arbitrage above 500,000 Euro;

(d) Commitments involving important liabilities on behalf of the Company, except for the operations provided in letters a) & b), amounting over 5,000,000 Euro;

(e) Setting up or liquidating secondary offices of the Company in the country or abroad (branches, representation offices, agencies or similar entities without legal personality).

**3.39.** Amending **article 22**, re-numbered 21 from the Articles of association by adding a new paragraph numbered **(4)** reading as follows:

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*(4) In case the Supervisory Board does not agree with the operations specified in para (3) above the Directorate can ask for the agreement of the Shareholders' general ordinary assembly that will decide as per legal terms.*

**3.40.** A new article is added in the Articles of association numbered 22, reading as follows:

**Article 22 Duties of Supervisory Board and Directorate members**

*(1) Supervisory Board and Directorate members have got due diligence and loyalty duties to Transelectrica. Such duties are carried out taking into account the shareholders' interests in general, not of certain shareholders.*

*(2) In the absence of ill will Supervisory Board and Directorate members will not be held responsible for the business decisions which they are reasonably entitled to be considered as acting in the Company's interest using accurate information.*

*(3) The Supervisory Board in the exercise of their essential control attributions on the manner in which the Directorate runs the Company and during the check-up of activities performed in the name and on behalf of the Company, are entitled and have the duty to set the control, check-up and reporting methods deemed necessary to carry out such attributions, towards the Directorate and the Company.*

*(4) The Directorate has the duty to provide Company-wide reporting procedures and the required organisational conditions for the control and check-up attributions of the Supervisory Board.*

**3.41.** Amending **para 4 of article 23** from the Articles of association as follows:

*(4) The Company will bear the professional liability insurance costs of Directorate members.*

**3.42.** Amending **article 24** from the Articles of association by adding a new para (8) reading as follows:

*(8) Without impacting the joint nature of Directorate members' liability, the Directorate can delegate competencies to any of its members (including the Executive Director General) or to Company employees while specifically establishing the competency limits and responsibilities they delegate, and also observing the rule of Company representation by joint signature and the conditions provided in the internal rules of the Directorate.*

**3.43.** Amending **article 25** from the Articles of association as follows:

**Article 25 Directorate duties**

*The main Directorate duties performed under surveillance of the Supervisory Board are as follows:*

- (a) Establishing the Company's development strategy and policies, the accounting policies and the financial audit system and approving the financial planning;*
- (b) Approving the Company's organisational structure (organisation chart) and the organisation and operation regulation;*
- (c) Annually submitting to the shareholders' general assembly the report on Company activities, the previous year's financial statements, the draft budget and the investment plan of the current year;*
- (d) Concluding juridical deeds with third parties in the name and on behalf of the Company while observing the provisions of these Articles of association with respect to the joint signature and also observing what has been reserved for the competency of the shareholders' general assembly or of the Supervisory Board;*
- (e) Hiring and dismissing, setting duties and responsibilities for Company personnel in accordance with the Company's personnel policy;*
- (f) Negotiating the Collective labour contract of the Company as well as its addendums, together with employee representatives;*
- (g) Carrying out all activities and taking the necessary useful measures to govern and meet the Company business, except for those reserved by law or by the Articles of association on behalf of the shareholders' general assembly and the Supervisory Board. To this effect the Directorate approve operations at Transelectrica level, others than what is provided in the competency of shareholders' general assembly while keeping the obligation to get the Supervisory Board's approval for all the operations which the law or the Articles of association provide such approval;*
- (h) Approving the mandates of Company representatives in the shareholders' general assemblies of Transelectrica subsidiaries and informs quarterly the Supervisory Board about the mandates granted to them;*
- (i) Approving the establishment and closure of secondary offices (subsidiaries, representation offices, agencies or similar units without legal personality);*
- (j) Approving the Company's conclusion of juridical deeds like the company contract regulated by the Civil code when the result is not an entity with distinct legal personality and also approving the Company's participation as member in domestic or international organisations, in partnerships or in European or international projects;*

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- (k) *Exercising any law-provided competency or delegated by the shareholders' general assembly according to legal terms;*
- (l) *Carrying out any attribution provided in the special legislation provided in the management of public enterprises.*
- (m) *Applying the decisions of the shareholders' general assembly;*

**3.44.** Amending **para (2) of article 26** from the Articles of association as follows:

*(2) The requirement for two signatures in order to make the deed binding on the Company is considered fulfilled if two Company licensed representatives in the sense of para (1) above acting together by special power of attorney have expressly given to one person only that acts individually the capability to represent the Company as regards a certain document.*

**3.45.** Amending **para (3) of article 26** from the Articles of association as follows:

- (3) The leaders of subsidiaries or of other Company secondary offices will not have the capacity to represent the Company in trading transactions unless such representation capacity has been expressly delegated by the Directorate only within the competency limits set by the Directorate.*

**3.46.** Amending **article 26** from the Articles of association by adding two new paragraphs (5) & (6) reading as follows:

*(5) By derogation from the provisions of para (1) above, when the compliance with the rule provided in para (1) above would be an impediment for the Company activities, any Directorate member (including the Executive Director General) signing together with a subordinated person that has been mandated by the Directorate to this effect, validly represents the Company.*

*(6) Any Directorate member (including the Executive Director General) can delegate to other persons the capability to represent the Company using general or special power of attorneys, countersigned by another Directorate members.*

**3.47.** Amending the Articles of association by **adding a new chapter (chapter 7) and a new article (article 27)**, re-numbering chapters 7-10 and articles 27-40 as follows:

#### **CHAPTER 7**

#### **Audit of the company**

#### **Article 27 Internal Auditors and Financial Audit**

*The Company will be subjected to financial audit. In addition the Company will organise internal audit in accordance with applicable legal provisions.*

**3.48.** Amending **para (2) let. (ii) of article 40** from the Articles of association as follows:

*(ii) The competency to appoint members in the supervisory board, directorate, board of administration or other bodies representing the economic operator in legal terms;*

**3.49.** Introducing **let. (iii) in para (2) of article 40** from the Articles of association:

*(iii) Holding the majority quota.*

**3.50.** The Articles of association are amended by **eliminating Annex 2.**

4. Information about the procurements of products, services and work above 5,000,000 Euro;
5. Information about the conclusion of a Credit Contract to grant the security ceiling in order to issue Banking letters of indemnity amounting to 15,000,000 Lei with BRD – Groupe Societe Generale SA;
6. Information about the Company's disputes amounting to more than 500,000 Euro;
7. Setting **13 October 2017** as registration date for the shareholders that will be touched by the effects of the decision taken by the Shareholders' general extraordinary assembly;
8. Mandating the assembly chairman to sign the decision of the Shareholders' general extraordinary assembly, the documents necessary for the registration and publication of such decision of the Shareholders' general extraordinary assembly according to legal provisions.

In case the required quorum cannot be reached on the fore-mentioned date, the Shareholders' general extraordinary assembly will be held on **27 September 2017, 12:00 h** in Bucharest 3, str. Otteni no. 2-4, PLATINUM Centre Building, 11<sup>th</sup> floor, Meeting room 1112, having the same agenda.

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On the convened date, the Company's share capital is 733,031,420 lei and consists of 73,303,142 nominative dematerialised shares of 10 Lei nominal value, each share providing the right to one vote in the Shareholders' general extraordinary assembly.

The proposed registration date for the shareholders that will be touched by the effects of the decision taken by the Shareholders' general extraordinary assembly of Company shareholders, date which will be established by the Shareholders' general extraordinary assembly, is **13 October 2017**.

The draft decision of the Shareholders' general extraordinary assembly and the reunion materials (documents or information regarding the items in the agenda) are available beginning with **25 August 2017** in electronic format, both in Romanian and in English on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), page Investor relations/AGA and can be also obtained from: PLATINUM Centre, str. Olteni no. 2-4, Bucharest 3 on week-days, **08:00 - 15:00 h**.

Each shareholder has the right to ask questions about the items on the General assembly's agenda, to which answers will be posted on the Company's website. Questions can be submitted in writing, either by mail or courier service (at: Bucharest 3, Str. Olteni no. 2-4, PLATINUM Centre Building) or by electronic means (e-mail: [irina.racanel@transelectrica.ro](mailto:irina.racanel@transelectrica.ro) or fax: +4021.303.56.10) to the attention of Mrs. Irina Racanel.

Shareholders representing individually or jointly at least 5% of the share capital are entitled:

- to introduce items in the agenda of the general assembly, provided each item is accompanied by justification or by draft decision proposed to be passed by the General assembly, within 15 days at the most from the publication date of the convening notice, namely **06 September 2017, 16:00 h**;
- to submit draft decisions for the items included or proposed to be included in the agenda of the general assembly, within 15 days at the most from the publication date of the convening notice, namely **06 September 2017, 16:00 h**.

The rights provided above can be exercised only in writing and the shareholders will forward the request no later than **06 September 2017, 16:00 h**, either by post or courier services (at the following address: Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building), or by electronic communication (e-mail: [irina.racanel@transelectrica.ro](mailto:irina.racanel@transelectrica.ro) or by fax to the number: +4021.303.56.10) to the attention of Mrs. Irina Racanel.

Shareholders enlisted on the reference date in the Company's Shareholders' register, notified by the Central Depository, that directly or indirectly hold participation of at least 5% from the Company's share capital are compelled to fill in and submit a liability statement according to the provisions of article 34 para 2 from the *Electricity and natural gas law 123/2012, with later amendments and additions*, of article 17 para 8 and of article 39 from the Company's Articles of association. Such statement will be accompanied by the summary of account positions to date / the statement of account showing the portfolio of shares held by it to the economic operators carrying out power generation or supply activities, issued by the Participant / Central Depository. The template pattern of the statement form will be posted both in Romanian and in English on the Company's site together with the correspondence voting forms and the special powers of attorneys. This form can be also obtained from the following address: PLATINUM Centre, str. Olteni 2-4, Bucharest 3 on week-days, 08:00 - 15:00 h. The responsibility of the statements in terms of compliance with applicable legal and statutory provisions devolves exclusively on each shareholder individually (article 326 of the Criminal Code approved by Law 286/2009 with later amendments and additions). The statement together with the statement of account / summary of account positions to date will be filled in, signed by the shareholder and submitted in the original to the Company before the reunion of the Shareholders' general assembly.

The capacity of shareholder as well as, in case of legal person shareholders or of entities without legal personality, the capacity of legal representative is ascertained according to the list of shareholders on the reference/registration date received by the Company from the Central Depository or, as the case may be, for different reference/registration dates according to the following documents that the shareholder submits to the

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issuer, issued by the central depository or by the participants defined in article 168 para (1) let. b) from Law 297/2004, with later amendments and additions, that provide custody services:

- a) The statement of account showing the capacity of shareholder and the number of shares held;
- b) The documents certifying the registration of the information about the legal representative with the central depository / the respective participants.

Documents certifying the capacity of legal representative issued in a foreign language, other than English, will be accompanied by translation made by certified translator into Romanian or English. There is no need to legalise or apostille the documents certifying the capacity of shareholder's legal representative. To identify the natural person shareholder, or as the case may be the legal representative of the legal person shareholder or entity without legal personality asking questions, proposing candidates, making proposals that add the agenda or submitting draft decisions, he/she will attach copies of the documents certifying his/her identity to such request.

Only shareholders registered on the reference date **15 September 2017** can attend and vote, in person or by proxy.

Participation by representative will use a special power of attorney, in accordance with the form provided by the Company, or a general mandate, while also observing the provisions of article 243 para 6, 6<sup>1-6<sup>5</sup></sup> from Law 297/2004 on the capital market, with later amendments and additions, according to the terms of articles 14, 15, 15<sup>1</sup>, 16, 17 and 17<sup>1</sup> from Regulation 6/2009 of CNVM, with later amendments and additions.

The special power of attorney form both in Romanian and English will be also available in electronic format on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), page Investor relations/AGA beginning with **25 August 2017**.

The special power of attorney in the original or the general mandate (a copy that should mention the conformity with the original and bear the representative's signature), either in Romanian or in English will be submitted at Bucharest 3, str. Olteni no. 2-4, PLATINUM Centre Building, to the kind attention of Mrs. Irina Racanel, or will be transmitted bearing the extended electronic signature according to the provisions of Law 455/2001 of the electronic signature by e-mail to: [irina.racanel@transelectrica.ro](mailto:irina.racanel@transelectrica.ro). The special power of attorney will be handed in a closed envelope marked "Special power of attorney – for the AGEA Secretariat **26/27 September 2017**" by **26 September 2017, 12:00 h** for the first convocation, and namely by **27 September 2017, 12:00 h** for the second convocation.

Shareholders registered on the reference date can vote by correspondence before the Shareholders' general extraordinary assembly using the correspondence voting form made available both in Romanian and in English beginning with **25 august 2017**, on the Company's website ([www.transelectrica.ro](http://www.transelectrica.ro)), page Investor Relations/AGA. The vote by correspondence can be cast by a representative only in case he/she has received from the represented shareholder a special/general power of attorney that is submitted to the Company as specified above.

Correspondence voting forms either in Romanian or in English that have been filled in and signed by shareholders and are accompanied by a copy of the ID document of the natural person shareholder or, as the case may be, a copy of the ID document of the legal person shareholder's representative, will have to get in the original by post or courier service, in closed envelope marked "Special power of attorney – for the AGEA Secretariat **26 September 2017, 12:00 h** for the first convocation, namely by **27 September 2017, 12:00 h** for the second convocation.

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In case the initial convening notice is subsequently added new agenda items the Company will publish such convening addition according to legal provisions and will make available the updated additional assembly materials, the draft decision, the correspondence voting form and the form of the special power of attorney by **14 September 2017**, which is previous to the reference date.

Additional information can be obtained from the phone number +40722.314.610, Mrs. Irina Racanel, technical secretary of the Shareholders' general assembly.

**Georgeta - Corina POPESCU**  
**Executive Director General**  
**Directorate Chairwoman**

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